

#13
NEW NUMBERS

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD*
CHARLES T. KAPPLER
JOHN H. DOYLE*
GEORGE JOHN KETO*
RICHARD N. BAGENSTOS
JAMES C. MARTIN, JR.*

* ALSO ADMITTED IN NEW YORK
* ALSO ADMITTED IN OHIO
* ALSO ADMITTED IN MARYLAND

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9-033A055

February 2, 1989

16190

RECORDATION NO. _____ FILE 1989

FEB 2 1989 1 03 PM

INTERSTATE COMMERCE COMMISSION

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three fully executed original copies and two photocopies of a Memorandum of Lease Agreement dated as of December 1, 1988, a primary document as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Railcar, Inc.
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: Maryland Midland Railway, Inc.
41 North Main Street
Union Bridge, Maryland 21791

A description of the railroad equipment covered by the enclosed document is:

Thirty (30) 50-foot 100-ton RBL boxcars bearing reporting marks and road numbers WCRC 10120 through WCRC 10149, both inclusive.

Also enclosed is a check in the amount of \$13 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

C. T. Kappler
C. Owsen

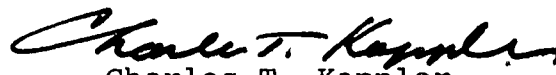
Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
February 2, 1989
Page Two

Kindly return stamped copies of the enclosed document not needed for your files to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

A short summary of the enclosed primary document to appear in the Commission's Index is:

Memorandum of Lease Agreement dated as of December 1, 1988 between Greenbrier Railcar, Inc., Lessor, and Maryland Midland Railway, Inc., Lessee, covering 30 RBL boxcars marked and numbered WCRC 10120 through WCRC 10149, both inclusive.

Very truly yours,


Charles T. Kappler

Enclosures

Interstate Commerce Commission

Washington, D.C. 20423

2/2/89

OFFICE OF THE SECRETARY

Charles T. Kappler

Alvord & Alvord

918 16th St. N.W.

Washington, D.C. 20006

Dear

Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/2/89 at 1:05pm, and assigned recodation number(s). 16188,16189,16190

Sincerely yours,

Nanta L. McGee

Secretary

Enclosure(s)

16190

REGISTRATION NO. _____ FILE NO. _____

FEB 2 1989 1 21 PM

INTERSTATE COMMERCE COMMISSION

ICC Copy

MEMORANDUM OF LEASE

BETWEEN

GREENBRIER RAILCAR, INC. ("LESSOR")

AND

MARYLAND MIDLAND RAILWAY, INC. ("LESSEE")

DECEMBER 1, 1988

Memorandum of a Lease Agreement made and entered into as of December 1, 1988 by and between Greenbrier Railcar, Inc., a Delaware corporation, ("Lessor") and Maryland Midland Railway, Inc., a Maryland corporation ("Lessee").

W I T N E S S E T H:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor thirty (30) 50-foot 100-ton RBL boxcars. The cars will undergo major rehabilitation (including work required under Rule 88) and be given new marks and numbers as follows:

WCRC 10120 through WCRC 10149, inclusive.

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Lease Term, as defined in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

MARYLAND MIDLAND RAILWAY, INC.

By: Paul J. Smith, PRES

GREENBRIER RAILCAR, INC.

By: Norris M. Webb, V.P.

STATE OF OREGON)
)
COUNTY OF CLACKAMAS)

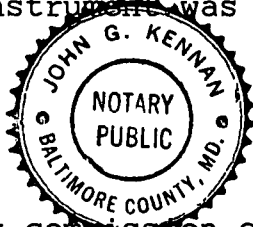
On this 13th day of January, 1989, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Vice President of Greenbrier Railcar, Inc. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Hudson
NOTARY PUBLIC

My commission expires: 5/28/90

STATE OF MARYLAND)
)
COUNTY OF Baltimore)

On this 17 day of January 1989, before me personally appeared Paul D. Denton, to me personally known, who being by me duly sworn, says that he is President of Maryland Midland Railway, Inc. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.



John G. Kennan
NOTARY PUBLIC

My commission expires: 7-1-90